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TN REGULATORY AUTHORITY

November 8, 2001

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

ATTN: Mr. David Waddell
Executive Secretary

RE: Proposed Amendment to Sections 4.1.3.2.2 & 4.1.3.2.3 of the Interconnection Agreement between
BellSouth Telecommunications, Inc. and Aeneas Communications, L.L.C.

Dear Mr. Waddell:

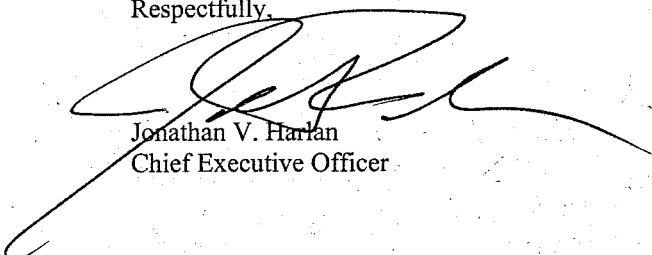
I am most appreciative to you for informing me of the Amendment filed by BellSouth Telecommunications, Inc. on September 26, 2001, regarding Sections 4.1.3.2.2. & 4.1.3.2.3 of our standing agreement. I respectfully yet urgently request that this proposal be denied.

All contents of our agreement with BellSouth should be formalized in writing, not posted on a website which could be altered without timely notification or Tennessee Regulatory Authority review. Legal and binding contracts should be self-contained and signed by both contractual parties. BellSouth's request would be disadvantageous to Aeneas Communications, as it would grant BellSouth an open arena to change the said intercarrier compensation without adequate notification to us.

I would like to additionally express my discontent with BellSouth for not contacting Aeneas directly regarding this proposed amendment. Aeneas Communications should be informed by BellSouth regarding any proposals affecting our agreement.

Again, thank you for notifying us of their request. However, based upon the rationale I have stated above, I again request that you deny their proposed changes.

Respectfully,


Jonathan V. Harlan
Chief Executive Officer